

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

---

In re:

VOYAGER DIGITAL HOLDINGS, INC., *et al.*,

Debtors.<sup>1</sup>

---

)  
) Chapter 11  
)

) Case No. 22-10943 (MEW)  
)

) (Jointly Administered)  
)

**SUMMARY COVER SHEET TO  
SECOND INTERIM FEE APPLICATION OF  
HARNEY WESTWOOD & RIEGELS LP, BVI COUNSEL TO  
THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS,  
FOR THE INTERIM FEE PERIOD  
FROM NOVEMBER 1, 2022, THROUGH FEBRUARY 28, 2023**

Harney Westwood & Riegels LP (“Harneys” or the “Firm”), BVI counsel to the Official Committee of Unsecured Creditors (the “Committee”) appointed in the above-captioned chapter 11 cases (the “Chapter 11 Cases”) of Voyager Digital Holdings, Inc. and its affiliated debtors (collectively, the “Debtors”), submits this summary (this “Summary”) of the compensation and reimbursement that are requested in the fee application to which this Summary is attached (the “Fee Application”)<sup>2</sup> for services rendered and expenses incurred during the Interim Fee Period from November 1, 2022, through February 28, 2023 (the “Second Interim Fee Period”).<sup>3</sup>

---

<sup>1</sup> The Debtors in these Chapter 11 Cases, along with the last four digits of each Debtor’s federal tax identification number, are: Voyager Digital Holdings, Inc. (7687); Voyager Digital Ltd. (7224); and Voyager Digital, LLC (8013). The location of Voyager Digital Holdings, Inc.’s and Voyager Digital Ltd.’s principal place of business is 33 Irving Place, Suite 3060, New York, NY 10003. Voyager Digital, LLC’s principal place of business is 701 S. Miami Ave, 8<sup>th</sup> Floor, Miami, FL 33131.

<sup>2</sup> Capitalized terms that are used but not defined in this Summary have the meanings that are given to those terms in the Fee Application.

<sup>3</sup> Harneys reserves the right to request, in a future fee application, compensation or reimbursement for services rendered or expenses incurred during the Second Interim Fee Period if compensation or reimbursement for such services or expenses is not requested in the Fee Application.

<i>General Information</i>	
Name of Applicant:	Harney Westwood & Riegels LP
Name of Client:	Official Committee of Unsecured Creditors
Petition Date:	July 5, 2022
Date of Order Approving Applicant's Employment:	November 15, 2022, Effective as of July 31, 2022

<i>Summary of Compensation and Reimbursement Requested in the Fee Application</i>	
Interim Fee Period:	November 1, 2022 – February 28, 2023
Amount of Compensation Requested:	\$25,120.00
Amount of Requested Compensation Paid under the Interim Compensation Order:	\$0.00
Amount of Reimbursement Requested:	\$0.00
Amount of Requested Reimbursement Paid under the Interim Compensation Order:	\$0.00
Blended Hourly Rate for all Timekeepers Except Paraprofessionals:	\$734.50
Amount of Compensation Requested, Calculated Using Rates as of Date of Order Approving Applicant's Employment:	\$24,760.00

<i>Summary of Compensation and Reimbursement Allowed as of the Date Hereof</i>	
Amount of Compensation Allowed:	\$8,223.00
Amount of Allowed Compensation Paid:	\$6,578.40
Amount of Reimbursement Allowed:	\$0.00
Amount of Allowed Reimbursement Paid:	\$0.00

Dated: April 14, 2023

**HARNEY WESTWOOD & RIEGELS LP**

/s/ Christopher Pease

Christopher Pease, Partner

P.O. Box 71

Road Town, Tortola VG1110

British Virgin Islands

Telephone: (284) 494-2233

E-mail: christopher.pease@harneys.com

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

	)	
In re:	)	Chapter 11
	)	
VOYAGER DIGITAL HOLDINGS, INC., <i>et al.</i> ,	)	Case No. 22-10943 (MEW)
	)	
Debtors. <sup>1</sup>	)	(Jointly Administered)
	)	

**SECOND INTERIM FEE APPLICATION OF  
HARNEY WESTWOOD & RIEGELS LP, BVI COUNSEL TO  
THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS,  
FOR THE INTERIM FEE PERIOD  
FROM NOVEMBER 1, 2022, THROUGH FEBRUARY 28, 2023**

Harney Westwood & Riegels LP (“Harneys” or the “Firm”), BVI counsel to the Official Committee of Unsecured Creditors (the “Committee”) appointed in the above-captioned chapter 11 cases (the “Chapter 11 Cases”) of Voyager Digital Holdings, Inc. and its affiliated debtors (collectively, the “Debtors”), hereby submits its second interim fee application (the “Fee Application”) for (a) the allowance of \$25,120.00 of interim compensation for professional services rendered during the period from November 1, 2022, through February 28, 2023 (the “Second Interim Fee Period”) and (b) the immediate payment of all the allowed interim compensation in accordance with the *Order (I) Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Retained Professionals and (II) Granting Related Relief* [Docket No. 236] (the “Interim Compensation Order”). In support of this Fee Application, Harneys submits the certification of Christopher Pease, a Partner of Harneys (the

---

<sup>1</sup> The Debtors in these Chapter 11 Cases, along with the last four digits of each Debtor’s federal tax identification number, are: Voyager Digital Holdings, Inc. (7687); Voyager Digital Ltd. (7224); and Voyager Digital, LLC (8013). The location of Voyager Digital Holdings, Inc.’s and Voyager Digital Ltd.’s principal place of business is 33 Irving Place, Suite 3060, New York, NY 10003. Voyager Digital, LLC’s principal place of business is 701 S. Miami Ave, 8<sup>th</sup> Floor, Miami, FL 33131.

“Pease Certification”), which is attached hereto as **Exhibit A** and incorporated into this Fee Application by reference. In further support of this Fee Application, Harneys respectfully states as follows:

### **JURISDICTION AND VENUE**

1. The United States Bankruptcy Court for the Southern District of New York (the “Court”) has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2).

2. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

3. The statutory and other bases for the relief requested herein are sections 330 and 331 of title 11 of the United States Code (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), Rule 2016-1(a) of the Local Bankruptcy Rules for the Southern District of New York (the “Local Bankruptcy Rules”), the *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330 for Attorneys in Larger Chapter 11 Cases* (the “UST Guidelines”), the *Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases* (the “Local Guidelines”), the Interim Compensation Order, and the *Order Appointing Independent Fee Examiner and Establishing Related Procedures for the Review of Fee Applications of Retained Professionals* [Docket No. 1277] (the “Fee Examiner Order”).

### **BACKGROUND**

#### **A. The Debtors’ Chapter 11 Cases**

4. On July 5, 2022 (the “Petition Date”), each of the Debtors commenced a voluntary case under chapter 11 of the Bankruptcy Code. The Debtors continue to operate their

business and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No trustee or examiner, other than a fee examiner, has been appointed in these Chapter 11 Cases.

5. On July 19, 2022, the Office of the United States Trustee for the Southern District of New York (the “U.S. Trustee”) appointed the Committee pursuant to section 1102 of the Bankruptcy Code [Docket No. 106].

6. The circumstances leading to these Chapter 11 Cases are set forth in the *Declaration of Stephen Ehrlich, Chief Executive Officer of the Debtors, in Support of Chapter 11 Petitions and First Day Motions* [Docket No. 15].

7. On August 4, 2022, the Court entered the Interim Compensation Order.

8. On April 10, 2023, the Court, by entering the Fee Examiner Order, (a) modified the Interim Compensation Order in part and (b) appointed Lori Lapin Jones, Esq., to serve as the independent fee examiner in these Chapter 11 Cases (the “Fee Examiner”).

**B. The Liquidation of Three Arrows Capital Ltd.**

9. On June 27, 2022, the High Court of Justice in the British Virgin Islands, Commercial Division (the “BVI Court”) heard (i) an application filed by Three Arrows Capital Ltd. (“3AC”) for the appointment of joint liquidators in respect of itself, 3AC, and (ii) an application filed by a creditor of 3AC, DRB Panama Inc, to appoint joint provisional liquidators and thereafter liquidators in respect of 3AC. After the hearings, the BVI Court entered an order appointing Russell Crumpler and Christopher Farmer of Teneo (BVI) Limited as joint liquidators of 3AC (the “3AC Liquidation”).

10. The Debtors are one of 3AC’s largest creditors and are a member of the Creditors’ Committee in the 3AC Liquidation. In these Chapter 11 Cases, creditor recoveries can be

materially affected by the outcome of the 3AC Liquidation. Accordingly, the Committee determined that it was appropriate to employ and retain BVI Counsel.

**C. Retention of Harneys as BVI Counsel to the Committee**

11. On November 1, 2022, the Committee filed its *Application for Order Authorizing the Employment and Retention of Harney Westwood & Riegels LP as BVI Counsel to the Official Committee of Unsecured Creditors of Voyager Digital Holdings, Inc., et al., Effective as of July 31, 2022* [Docket No. 608].

12. On November 15, 2022, the Court entered the *Order Authorizing the Employment and Retention of Harney Westwood & Riegels LP as BVI Counsel to the Official Committee of Unsecured Creditors of Voyager Digital Holdings, Inc., et al., Effective as of July 31, 2022* [Docket No. 642] (the “Retention Order”), pursuant to which the Court authorized (a) the employment and retention of Harneys to serve as the Committee’s BVI counsel, (b) the compensation of Harneys on an hourly basis, and (c) the reimbursement of Harneys for actual and necessary expenses.

13. On December 20, 2022, Harneys filed the *First Interim Application of Harney Westwood & Riegels LP for Compensation for Services and Reimbursement of Expenses as BVI Counsel to the Official Committee of Unsecured Creditors for the Period from July 31, 2022 Through October 31, 2022* [Docket No. 771] (the “First Interim Fee Application”), pursuant to which Harneys requested the allowance of \$8,223.00 of interim compensation for professional services rendered.

14. On February 17, 2023, the Court entered the *Order Granting First Interim Applications for Allowance of Compensation for Professional Services Rendered and Reimbursement of Expenses Incurred* [Docket No. 1013], pursuant to which (a) all \$8,223.00 of

the interim compensation that Harneys' requested in the First Interim Fee Application was allowed and (b) \$6,578.40, or 80%, of the allowed interim compensation was remitted to Harneys.

**SUMMARY OF PROFESSIONAL COMPENSATION REQUESTED**

15. This Fee Application has been prepared in accordance with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Bankruptcy Rules, the UST Guidelines, the Local Guidelines, and the Interim Compensation Order.

16. By this Fee Application, Harneys requests the allowance of \$25,120.00 of interim compensation for professional services rendered during the Second Interim Fee Period, during which Harneys' professionals and paraprofessionals spent a total of approximately 34.2 hours rendering professional services to the Committee.

17. In accordance with the Interim Compensation Order, Harneys filed and served on the Application Recipients, as identified in the Interim Compensation Order, the First Interim Fee Application, which is described together with this Fee Application in Table 1:

**Table 1**

Date Filed Docket No.	Period Covered	Fees Requested (100% of Fees)	Fees Due (80% of Fees)	Holdback (20% of Fees)	Expenses Requested (100% of Expenses)	Amounts Paid to Date	Remaining Unpaid Amount
FIRST INTERIM Docket No. 771	7/31/2022 - 10/31/2022	\$8,223.00	\$6,578.40	\$1,644.60	\$0.00	\$6,578.40	\$1,644.60
SECOND INTERIM	11/1/2022 - 2/28/2023	\$25,120.00	\$20,096.00	\$5,024.00	\$0.00	\$0.00	\$25,120.00
GRAND TOTAL	7/31/2022 - 2/28/2023	\$33,343.00	\$26,674.40	\$6,668.60	\$0.00	\$6,578.40	\$26,764.60

18. The fees charged by Harneys in these Chapter 11 Cases are billed in accordance with its existing billing rates and procedures in effect during the Second Interim Fee Period. The rates Harneys charges for the services rendered by its professionals and paraprofessionals in

these Chapter 11 Cases are the same rates that Harneys charges for services rendered by its professionals and paraprofessionals in comparable non-bankruptcy related matters. Such fees are reasonable in light of the fees that are customarily charged by comparably skilled practitioners in comparable non-bankruptcy cases in the competitive international market for legal services.

Harneys' hourly rates are described in general terms in Table 2:

**Table 2**

<b>Professionals and Paraprofessionals</b>	<b>2022 Chapter 11 Cases</b>	<b>2022 Non-Bankruptcy Matters</b>	<b>2023 Chapter 11 Cases</b>	<b>2023 Non-Bankruptcy Matters</b>
<b>Partners</b>	<b>\$925.00</b>	<b>Up to \$1,050.00</b>	<b>\$1,000.00</b>	<b>Up to \$1,490.00</b>
<b>Associates and Counsel</b>	<b>\$650.00</b>	<b>\$400.00 to \$800.00</b>	<b>\$650.00</b>	<b>\$450.00 to \$950.00</b>
<b>Paralegals</b>	<b>-</b>	<b>\$150.00 to \$275.00</b>	<b>-</b>	<b>\$150.00 to \$275.00</b>

19. All services for which Harneys requests compensation were performed for or on behalf of the Committee. Harneys has received no payment and no promises of payment from any source other than the Debtors' estates for services rendered or to be rendered in any capacity whatsoever in connection with the matters covered by this Fee Application. There is no agreement or understanding between Harneys and any other person other than the affiliates and attorneys of Harneys for the sharing of compensation received or to be received for services rendered in these Chapter 11 Cases. Harneys has not received a retainer in these Chapter 11 Cases.

20. Harneys has classified all services rendered for which compensation is requested in this Fee Application into one of several major categories. Harneys tried to classify those services into the category to which they best relate. Because certain of those services may relate to more than one of the categories, however, services relating to one category may in fact be included in another category.



21. This Fee Application summarizes the services rendered by Harneys for or on behalf of the Committee during the Second Interim Fee Period. While it is not possible or practical to describe every activity undertaken by Harneys, Harneys has maintained contemporaneous time records that include a detailed chronology of the daily activities performed, descriptions of the precise nature of those activities, the specific tasks performed, and the time expended by each professional or paraprofessional. A breakdown of the hours and fees by professional and paraprofessional is attached hereto as **Exhibit B**. A breakdown of the hours and fees by task code is attached hereto as **Exhibit C**. A detailed copy of the time records for the Second Interim Fee Period is attached hereto as **Exhibit D**. Harneys provided the Committee professionals with a prospective budget and staffing plan for the Second Interim Fee Period, which is compared to the compensation that Harneys is requesting in the Fee Application in **Exhibit E** hereto.

**SUMMARY OF SERVICES PERFORMED BY  
HARNEYS DURING THE SECOND INTERIM FEE PERIOD**

22. The Chapter 11 Cases have presented numerous large and complex issues that had to be addressed to preserve the Debtors' estates and maximize their value for the benefit of unsecured creditors. The Retention Order authorized Harneys to assist the Committee with navigating those issues by rendering legal services in connection with the 3AC Liquidation and other litigation in the British Virgin Islands.

23. The primary services rendered by Harneys include, but are not limited to, the categories set forth below. The Fee Application and project billing format is generally consistent, or substantially conforms, with and is inclusive of all of the concepts in Exhibit A to the Local Guidelines and includes additional detail, information, and categories.

**A. Harneys Billing Code: B160 – Employment Applications**  
**Fees: \$13,150.00**  
**Hours Billed: 18.20**

24. This category relates to time spent by Harneys' lawyers in preparing retention applications and related declarations. This category also includes time spent by Harneys' lawyers providing services related to fee applications, specifically the First Interim Fee Application. Harneys' attorneys spent time preparing and reviewing the First Interim Fee Application and collating associated fee notes and communicating with McDermott Will & Emery LLP, counsel to the Committee, regarding the same.

**B. Harneys Billing Code: B470 – Foreign Proceedings**  
**Fees: \$11,970.00**  
**Hours Billed: 16.00**

25. Time billed to this category relates to advice provided to the Committee regarding foreign litigation pending against the Debtors and foreign assets and claims of the Debtors. During the Second Interim Fee Period, time billed to this category relates to time spent by Harneys professionals and paraprofessionals providing services related to reviewing, monitoring, and discussing pending foreign matters related to 3AC and ongoing class-action litigation against the Debtors.

**STATEMENT PURSUANT TO APPENDIX B GUIDELINES**

26. The following is provided in response to the request for additional information set forth in Section C.5 of the UST Guidelines:

**Question:** Did you agree to any variations from, or alternatives to, your standard or customary billing rates, fees or terms for services pertaining to this engagement that were provided during the application period? If so, please explain.

**Response:** Yes, Harneys agreed to waive its ordinary outlays and expenses charge usually applicable and applied at a rate of four and half per cent of

professional fees incurred. Harneys has also applied a reduction to the standard hourly rates for the attorneys advising on this matter.

**Question:** If the fees sought in this fee application as compared to the fees budgeted for the time period covered by this fee application are higher by 10% or more, did you discuss the reasons for the variation with the client?

**Response:** Not applicable.

**Question:** Have any of the professionals included in this fee application varied their hourly rate based on the geographic location of the bankruptcy case?

**Response:** No.

**Question:** Does the fee application include time or fees related to reviewing or revising time records or preparing, reviewing, or revising invoices? (This is limited to work involved in preparing and editing billing records that would not be compensable outside of bankruptcy and does not include reasonable fees for preparing a fee application.). If so, please quantify by hours and fees.

**Response:** No.

**Question:** Does this fee application include time or fees for reviewing time records to redact any privileged or other confidential information? If so, please quantify by hours and fees.

**Response:** No.

**Question:** If the fee application includes any rate increases since retention: i. Did your client review and approve those rate increases in advance? ii. Did your client agree when retaining the law firm to accept all future rate increases? If not, did you inform your client that they need not agree to modified rates or terms in order to have you continue the representation, consistent with ABA Formal Ethics Opinion 11-458?

**Response:** Yes, the Committee approved the rate increases in advance and agreed to accept future rate increases at the time of retention.

### **BASIS FOR RELIEF**

27. Bankruptcy Code section 331 provides for the allowance of interim compensation for services rendered and reimbursement of expenses in bankruptcy cases:

Any professional person . . . may apply to the court not more than once every 120 days after an order for relief in a case under this title, or more often if the court permits, for such compensation for services rendered . . . as is provided under section 330 of this title.

11 U.S.C. § 331.

28. Bankruptcy Code section 330(a)(1) provides that a court may award a professional employed under Bankruptcy Code section 327 “reasonable compensation for actual necessary services rendered and reimbursement for actual, necessary expenses.” 11 U.S.C. § 330(a)(1). Section 330(a)(3) sets forth the criteria for the award of such compensation and reimbursement:

In determining the amount of reasonable compensation to be awarded a[] . . . professional person, the court should consider the nature, the extent, and the value of such services, taking into account all relevant factors, including—

- (a) the time spent on such services;
- (b) the rates charged for such services;
- (c) whether the services were necessary to the administration of, or beneficial at the time at which the service was rendered toward the completion of, a case under this title;
- (d) whether the services were performed within a reasonable amount of time commensurate with the complexity, importance, and nature of the problem, issue, or task addressed;
- (e) with respect to a professional person, whether the person is board certified or otherwise has demonstrated skill and experience in the bankruptcy field; and
- (f) whether the compensation is reasonable based on the customary compensation charged by comparably skilled practitioners in cases other than cases under this title.

11 U.S.C. § 330(a)(3). The clear Congressional intent and policy expressed by the statute is to provide for adequate compensation to professionals in order to continue to attract qualified and competent bankruptcy practitioners to bankruptcy cases. *See In re Drexel Burnham Lambert Group, Inc.*, 133 B.R. 13, 20 (Bankr. S.D.N.Y. 1991) (“Congress’ objective on requiring that the market, not the Court, establish lawyers’ rates was to ensure that bankruptcy cases were staffed by appropriate legal specialists.”); *In re Busy Beaver Bldg. Ctrs., Inc.*, 19 F.3d 833, 850 (3d Cir. 1994) (“Congress rather clearly intended to provide sufficient economic incentive to lure competent bankruptcy specialists to practice in the bankruptcy courts.”).

29. In assessing the “reasonableness” of the fees requested, courts have looked to a number of factors, including those first enumerated by the Fifth Circuit in *In re First Colonial Corp. of America*, 544 F.2d 1291, 1298–99 (5th Cir. 1977), and thereafter adopted by most courts. *See In re Nine Assocs., Inc.*, 76 B.R. 943, 945 (S.D.N.Y. 1987) (adopting *First Colonial/Johnson* analysis); *In re Cuisine Magazine, Inc.*, 61 B.R. 210, 212–13 (Bankr. S.D.N.Y. 1986) (same). Among other things, such factors include: (i) the time and labor required; (ii) the novelty and difficulty of the legal questions involved; (iii) the skill requisite to perform the legal services properly; (iv) the preclusion of other employment by applicant due to acceptance of the case; (v) the customary fees for matters of this type; (vi) the amounts involved; and (vii) the experience, reputation, and ability of the lawyers. Harneys respectfully submits that application of such factors and others supports allowance of the compensation requested by Harneys:

- a. **Time and Labor Required:** Harneys billed a total of \$25,120.00 and 34.2 hours, respectively, of professional and paraprofessional services during the Second Interim Fee Period. As evidenced by this Fee Application, Harneys professionals and paraprofessionals worked diligently and efficiently without unnecessary duplication of efforts throughout the Second Interim Fee Period. Whenever possible, Harneys sought to minimize the costs of Harneys’ services to the Debtors’ estates by utilizing talented junior attorneys to handle the more routine aspects of the assignments. The services were performed in an effective and efficient manner

commensurate with the complexity, exigency, and importance of the issues involved. Harneys submits that the hours spent were reasonable given the size and complexity of the Chapter 11 Cases, the significant, and often urgent, legal and business issues raised, and the numerous pleadings filed in the Chapter 11 Cases and the insolvency proceedings in the British Virgin Islands.

- b. **Novelty and Difficulty of the Legal Questions Involved:** Harneys tasked knowledgeable lawyers to research, analyze, and advise the Committee on difficult and complex issues during the Second Interim Fee Period, including issues related to the insolvency law of the British Virgin Islands.
- c. **Skill Requisite to Perform the Legal Services Properly:** Harneys believes that its recognized expertise in the areas of financial restructuring and corporate reorganization, as well as cryptocurrency, and its ability to draw from highly experienced professionals in other areas of Harneys' practice has contributed to the effective and efficient administration of the Chapter 11 Cases and benefited the Committee, the Debtors, their estates, and their unsecured creditors. Due to the nature and complexity of the legal issues presented by the Chapter 11 Cases and the insolvency proceedings in the British Virgin Islands, Harneys was required to exhibit a high degree of legal skill in areas related to, among others, bankruptcy, cryptocurrency, litigation, tax, and mergers & acquisitions. Additionally, Harneys' strong working relationship with the legal and financial advisors to other parties in interest enabled Harneys to work with such advisors towards a swift, consensual resolution of some of the salient issues in the Chapter 11 Cases.
- d. **Preclusion of Other Employment by Applicant Due to Acceptance of the Case:** Due to the size of Harneys' restructuring and litigation departments, Harneys' representation of the Committee did not preclude its acceptance of new clients, but the demands for immediate and substantive action in the Chapter 11 Cases imposed significant burdens on Harneys' professionals and paraprofessionals working concurrently on other matters.
- e. **Customary Fees for Matters of this Type:** The fees charged by Harneys in the Chapter 11 Cases are billed in accordance with its existing billing rates and procedures in effect during the Second Interim Fee Period. The rates Harneys charges for the services rendered by its professionals and paraprofessionals in the Chapter 11 Cases are comparable to the rates Harneys charges for professional and paraprofessional services rendered in comparable nonbankruptcy related matters. Moreover, when Harneys' restructuring professionals and paraprofessionals work on nonbankruptcy matters, the firm generally charges their standard rate. Such fees are reasonable based on the customary compensation charged by comparably skilled practitioners in comparable nonbankruptcy cases in a competitive international market for legal services. In addition, the firm's customary hourly rates and rate structure reflect that restructuring and related matters typically involve great complexity, numerous tasks requiring a high level of expertise, and severe time pressures, as is the case here.

- f. **Whether the Fee is Fixed or Contingent:** Harneys' fee is neither fixed nor contingent.
- g. **Time Limitations Imposed by the Client or Other Circumstances:** During the Second Interim Fee Period, Harneys was required to analyze and address certain issues arising in the Chapter 11 Cases under compressed timelines. For example, Harneys and the Committee's other advisors were faced with limited time in which to evaluate the Debtors' approach to these unprecedented Chapter 11 Cases, including the need to evaluate the pending 3AC Liquidation. The tremendous efforts of Harneys' professionals and paraprofessionals in completing this work permitted the Committee to address effectively various issues for the benefit of the Debtors' unsecured creditors.
- h. **Amounts Involved and Results Obtained:** Harneys' professionals and paraprofessionals worked diligently to maximize value for the Debtors' estates and creditors and was directly necessary to monitor the 3AC Liquidation in which the Debtors are one of the largest creditors.
- i. **Undesirability of the Cases:** This factor is not applicable to the Chapter 11 Cases.
- j. **The Experience, Reputation, and Ability of the Lawyers:** Harneys is an international law firm that is consistently recognized as a top tier law firm in the field of creditors' rights, business restructuring, and cryptocurrency. During the Second Interim Fee Period, Harneys solicited the skill and expertise of its professionals and paraprofessionals. Harneys' extensive experience enables the Firm to perform the services described herein competently and expeditiously.
- k. **Nature and Length of Professional Relationship:** Harneys has been rendering professional services to the Committee since the Firm was selected as BVI counsel to the Committee on July 31, 2022.

30. For the foregoing reasons, Harneys respectfully submits that the services rendered by Harneys were actual, necessary, beneficial to the Committee, and performed in a timely manner. The compensation requested during the Second Interim Fee Period is reasonable in light of the nature, extent, and value of the professional services performed during the Chapter 11 Cases. Accordingly, Harneys respectfully requests that the Court approve the interim compensation for professional services requested in this Fee Application.

**RESERVATION OF RIGHTS**

31. It is possible that some professional services rendered or expenses incurred by Harneys during the Second Interim Fee Period are not reflected in this Fee Application. Harneys reserves the right to request compensation for such serves and reimbursement for such expenses in future fee applications.

**NO PRIOR REQUEST**

32. No prior application or other request for the relief requested herein has been made to this Court or any other court.

**NOTICE**

33. As required by the Interim Compensation Order and the Fee Examiner Order, notice of this Fee Application has been served on: (a) Voyager Digital Holdings, Inc., 33 Irving Place, Suite 3060, New York, New York 10003, Attn.: David Brosgol and Brian Nistler; (b) counsel to the Debtors, Kirkland & Ellis LLP, 601 Lexington Avenue, New York, New York 10022, Attn.: Joshua A. Sussberg, P.C. (jsussberg@kirkland.com), Christopher Marcus, P.C. (cmarcus@kirkland.com), Christine A. Okike, P.C. (christine.okike@kirkland.com), and Allyson B. Smith (allyson.smith@kirkland.com); (c) United States Trustee, U.S. Federal Office Building, 201 Varick Street, Suite 1006, New York, New York 10014, Attn.: Richard Morrissey (richard.morrissey@usdoj.gov) and Mark Bruh (mark.bruh@usdoj.gov); and (d) Lori Lapin Jones, Esq., in her capacity as the Fee Examiner, Lori Lapin Jones PLLC, 98 Cutter Mill Road, Suite 255, South Great Neck, New York 11021, ljones@jonespllc.com. A copy of this Fee Application is also available on the website of the Debtors' claims, noticing, and solicitation agent at <https://cases.stretto.com/Voyager>. The Committee submits that, in light of the nature of the relief requested, no other or further notice need be served or otherwise given.



**CONCLUSION**

WHEREFORE, Harneys respectfully requests that this Court enter an order: (a) allowing in favor of Harneys \$25,120.00 of interim compensation for professional services rendered during the Second Interim Fee Period; (b) ordering the immediate payment of all the allowed interim compensation in accordance with the Interim Compensation Order, and (c) granting any other relief that this Court deems necessary and appropriate.

Dated: April 14, 2023

**HARNEY WESTWOOD & RIEGELS LP**

*/s/ Christopher Pease*

Christopher Pease, Partner

P.O. Box 71

Road Town, Tortola VG1110

British Virgin Islands

Telephone: (284) 494-2233

E-mail: christopher.pease@harneys.com

**EXHIBIT A**

**Pease Declaration**

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

	)	
In re:	)	Chapter 11
	)	
VOYAGER DIGITAL HOLDINGS, INC., <i>et al.</i> ,	)	Case No. 22-10943 (MEW)
	)	
Debtors. <sup>1</sup>	)	(Jointly Administered)
	)	

**CERTIFICATION OF CHRISTOPHER PEASE IN SUPPORT OF  
SECOND INTERIM FEE APPLICATION OF  
HARNEY WESTWOOD & RIEGELS LP, BVI COUNSEL TO  
THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS,  
FOR THE INTERIM FEE PERIOD  
FROM NOVEMBER 1, 2022, THROUGH FEBRUARY 28, 2023**

I, Christopher Pease, certify as follows:

1. I am a Partner employed in the Dispute Resolution department of Harney Westwood & Riegels LP (“Harneys”), an international law firm with an office at Craigmuir Chambers, Road Town, Tortola, British Virgin Islands, BVI counsel to the Official Committee of Unsecured Creditors (the “Committee”) appointed in the above-captioned chapter 11 cases (the “Chapter 11 Cases”) of Voyager Digital Holdings, Inc. and its affiliated debtors (collectively, the “Debtors”).

2. Harneys submits the *Second Interim Fee Application of Harney Westwood & Riegels LP, BVI Counsel to the Official Committee of Unsecured Creditors, for the Interim Fee Period from November 1, 2022, Through February 28, 2023* (the “Fee Application”)<sup>2</sup> in

<sup>1</sup> The Debtors in these Chapter 11 Cases, along with the last four digits of each Debtor’s federal tax identification number, are: Voyager Digital Holdings, Inc. (7687); Voyager Digital Ltd. (7224); and Voyager Digital, LLC (8013). The location of Voyager Digital Holdings, Inc.’s and Voyager Digital Ltd.’s principal place of business is 33 Irving Place, Suite 3060, New York, NY 10003. Voyager Digital, LLC’s principal place of business is 701 S. Miami Ave, 8<sup>th</sup> Floor, Miami, FL 33131.

<sup>2</sup> Capitalized terms that are used but not defined in this Summary have the meanings that are given to those terms in the Fee Application.

accordance with sections 330 and 331 of title 11 of the United States Code (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), Rule 2016-1(a) of the Local Bankruptcy Rules for the Southern District of New York (the “Local Bankruptcy Rules”), the *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330 for Attorneys in Larger Chapter 11 Cases* (the “UST Guidelines”), the *Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases* (the “Local Guidelines”), the *Order (I) Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Retained Professionals and (II) Granting Related Relief* [Docket No. 236] (the “Interim Compensation Order”), and the *Order Appointing Independent Fee Examiner and Establishing Related Procedures for the Review of Fee Applications of Retained Professionals* [Docket No. 1277] (the “Fee Examiner Order”).

3. I am the professional designated by Harneys with the responsibility for Harneys’ compliance with the UST Guidelines, the Local Guidelines, the Interim Compensation Order, and the Fee Examiner Order in these Chapter 11 Cases.

4. This certification is made in connection with the Fee Application, which requests the allowance of interim compensation for professional services rendered during the period from November 1, 2022, through February 28, 2023 (the “Second Interim Fee Period”) in accordance with the UST Guidelines, the Local Guidelines, the Interim Compensation Order, and the Fee Examiner Order.

5. I have read the Fee Application.

6. To the best of my knowledge, information, and belief formed after reasonable inquiry, the compensation and reimbursement requested fall within the Local Guidelines, except

as specifically noted in this certification and described in the Fee Application.

7. Except to the extent that compensation or reimbursement is prohibited by the Local Guidelines, the compensation and reimbursement requested are billed at rates and in accordance with practices customarily employed by Harneys and generally accepted by Harneys' clients.

8. In providing a reimbursable service, Harneys does not make a profit on the service, whether the service is rendered by Harneys in-house or through a third party.

9. The U.S. Trustee, the Debtors, the Committee, and, after her appointment on April 10, 2023, Lori Lapin Jones, Esq., in her capacity as the independent fee examiner in these Chapter 11 Cases (the "Fee Examiner"), were provided with monthly statements of fees and expenses during the Second Interim Fee Period; however, those statements were not filed with the Court.

10. The U.S. Trustee, the Debtors, the Committee, and the Fee Examiner will, concurrently with this certification's filing, be provided with a copy of the Fee Application at least 14 days before the deadline to object to it.

11. The following is provided in response to the request for additional information set forth in section C.5. of the UST Guidelines:

**Question:** Did you agree to any variations from, or alternatives to, your standard or customary billing rates, fees or terms for services pertaining to this engagement that were provided during the application period? If so, please explain.

**Response:** Yes, Harneys agreed to waive its ordinary outlays and expenses charge usually applicable and applied at a rate of four and half percent of professional fees incurred. Harneys has also applied a reduction to the standard hourly rates for the attorneys advising on this matter.

**Question:** If the fees sought in this fee application as compared to the fees budgeted for the time period covered by this fee application are higher by 10% or more, did you discuss the reasons for the variation with the client?

**Response:** Not applicable.

**Question:** Have any of the professionals included in this fee application varied their hourly rate based on the geographic location of the bankruptcy case?

**Response:** No.

**Question:** Does the fee application include time or fees related to reviewing or revising time records or preparing, reviewing, or revising invoices? (This is limited to work involved in preparing and editing billing records that would not be compensable outside of bankruptcy and does not include reasonable fees for preparing a fee application.). If so, please quantify by hours and fees.

**Response:** No.

**Question:** Does this fee application include time or fees for reviewing time records to redact any privileged or other confidential information? If so, please quantify by hours and fees.

**Response:** No.

**Question:** If the fee application includes any rate increases since retention: i. Did your client review and approve those rate increases in advance? ii. Did your client agree when retaining the law firm to accept all future rate increases? If not, did you inform your client that they need not agree to modified rates or terms in order to have you continue the representation, consistent with ABA Formal Ethics Opinion 11–458?

**Response:** Yes, the Committee approved the rate increases in advance and agreed to accept future rate increases at the time of retention.

12. Harneys provided the Committee professionals with a prospective budget and staffing plan for the Second Interim Fee Period (the “Budget and Staffing Plan”), which is compared to the compensation that Harneys is requesting in the Fee Application in Exhibit E thereto.

I certify under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Dated: April 14, 2023

*/s/ Christopher Pease*

Christopher Pease

**EXHIBIT B**

**Timekeeper Summary**



<b>Name of Professional Person</b>	<b>Position, Year Admitted, and Area of Expertise</b>	<b>2022 Hourly Billing Rate</b>	<b>2023 Hourly Billing Rate</b>	<b>Total Hours Billed</b>	<b>Total Compensation</b>
<b>Partners &amp; Counsel</b>					
Christopher Pease	Partner; Admitted in England in 2009, BVI 2017; Litigation, Insolvency and Restructuring	\$925.00	\$1,000.00	9.2	\$8,870.00
<b>Associates</b>					
Gabriel Adedeji	Senior Associate; Admitted in England 2012, BVI 2023; Litigation, Insolvency, and Restructuring	\$650.00	\$650.00	25.0	\$16,250.00

**EXHIBIT C**

**Summary of Fees by Task Code**

Matter Number	Matter Category Description	Total Hours	Total Fees
B160	Employment Applications	18.2	\$13,150.00
B470	Foreign Proceedings	16.0	\$11,970.00
<b>TOTALS</b>		<b>34.2</b>	<b>\$25,120.00</b>

**EXHIBIT D**

**Time Record**

**HARNEYS**

**TIME DETAIL**

Matter:	<b>Advising regarding Three Arrows Capital</b>	Invoice Date:	<b>6 February 2023</b>
Our Reference:	<b>CJP/059084.0001</b>	Invoice Number:	<b>1418418</b>

Date	Timekeeper	Narrative	Hours	Amount USD
02/11/2022	CJP	Reviewing email from G Steinman re draft disclosure protocol and NDA (0.2); Considering and responding to queries re designation as highly sensitive information (0.3); Advising re same and entitlement of Voyager to information (0.4); Advising on NDA more generally (0.3)	1.20	1,110.00
14/11/2022	CJP	Correspondence with MWE re hearing before SDNY bankruptcy court.	0.20	185.00
15/11/2022	CJP	Reviewing retention application documents and declaration (0.3); preparing for November 15 hearing (0.4); conference with MWE re same (0.3).	1.00	0.00
15/11/2022	CJP	Attending court hearing before SDNY Bankruptcy Court (10.45am to 11.50am).	1.00	925.00
<b>Total: Fees</b>				<b>2,220.00</b>

**HARNEYS**

**TIME CHARGE SUMMARY**

Matter:	Advising regarding Three Arrows Capital	Invoice Date:	6 February 2023
Our Reference:	CJP/059084.0001	Invoice Number:	1418418

Timekeeper	Initials	Rate	Hours	Amount USD
Christopher Pease	CJP	925.00	2.40	2,220.00
<b>Total: Fees</b>			<b>2.40</b>	<b>2,220.00</b>

**HARNEYS**

## TIME DETAIL

Matter:		Advising regarding Three Arrows Capital		Invoice Date:		14 April 2023
Our Reference:		CJP/059084.0001		Invoice Number:		1421007
Task	Date	Timekeeper	Description	Hours	USD	
B160	06/12/2022	CJP	Emails with G Williams re fee application and revising invoices in accordance with statutory requirements.	0.20	185.00	
B160	12/12/2022	MEE	Updating invoices to include relevant task codes (0.2); email to MWE on same (0.2).	0.40	0.00	
B160	12/12/2022	CJP	Liaising with MEE re codes for fee application and whether the revise narratives (0.1); emails with MWE (0.1).	0.20	185.00	
B160	15/12/2022	CJP	Emails with MWE re fee application and providing information in relation to same.	0.20	185.00	
B160	16/12/2022	AGA	Drafting Remuneration Application	3.80	2,470.00	
B160	16/12/2022	CJP	Emails with MWE re fee application (0.2); considering draft template application docs (0.2); liaising with GA re tailoring to Harneys application (0.2).	0.60	555.00	
B160	19/12/2022	CJP	Reviewing and updating supplemental Pease declaration re rates changes (0.4); liaising with MWE re same (0.2); liaising with G Adedeji re remuneration application (0.2).	0.80	740.00	
B160	20/12/2022	CJP	Emails internally re updating invoices for fee application (0.2); reviewing draft applications documents and comment on same (0.4); emails with MWE (0.2).	0.80	0.00	
B160	20/12/2022	AGA	Amending fee rate for MEE and disbursement values following document changes by US Firm MWE	1.80	1,170.00	
B160	20/12/2022	AGA	Emailing revised version and invoices to MWE LLP	0.20	130.00	
B160	22/12/2022	CJP	Emails internally re Trustee request for LEDES data (0.1); emails with MWE re same (0.1).	0.20	0.00	
				<b>9.20</b>	<b>5,620.00</b>	

**HARNEYS**

**TIME CHARGE SUMMARY**

Matter:	Advising regarding Three Arrows Capital	Invoice Date:	14 April 2023
Our Reference:	CJP/059084.0001	Invoice Number:	1421007

Timekeeper	Initials	Rate	Hours	Amount USD
Christopher Pease	CJP	925.00	2.00	1,850.00
Gabriel Adedeji	AGA	650.00	5.80	3,770.00
<b>Total: Fees</b>			<b>7.80</b>	<b>5,620.00</b>

Task Code	Task Name	Hours	USD
B160	Employment Applications	7.80	5,620.00
<b>Total: Fees</b>		<b>7.80</b>	<b>5,620.00</b>



**HARNEYS****TIME DETAIL**

Matter:	<b>Advising regarding Three Arrows Capital</b>	Invoice Date:	<b>14 April 2023</b>
Our Reference:	<b>CJP/059084.0001</b>	Invoice Number:	<b>1421012</b>

Task	Date	Timekeeper	Description	Hours	USD
B160	03/01/2023	CJP	Considering G Steinman email re queries from US Trustee regarding fee application (0.1); responding to same (0.1).	0.20	185.00
B160	04/01/2023	CJP	Emails with Gregg Steinman re further conversation he had with US Trustee re fee application and further declaration required.	0.20	185.00
B160	09/01/2023	AGA	Liaising with CJP re the retroactive Budget and Staffing Plan	0.20	130.00
B160	09/01/2023	AGA	Preparing fee notes and application in accordance with MWE instructions.	2.80	1,820.00
B160	09/01/2023	CJP	Emails and phone call with G Adedeji re supplemental declaration for US Trustee.	0.20	185.00
B160	10/01/2023	AGA	Liaising with MWE re Draft Budget and Staffing doc	0.40	260.00
B160	10/01/2023	CJP	Reviewing draft supplemental declaration (0.1) and instructions to G Adedeji re same (0.1).	0.20	185.00
B160	23/01/2023	CJP	Liaising with MWE re budget and staffing plan to 31 March 2023.	0.20	185.00
B160	23/01/2023	CJP	Liaising with G Adedeji re supplemental declaration for first interim fee application and reviewing same (0.1); emails with MWE (0.1).	0.20	185.00
B160	24/01/2023	CJP	Liaising with G Adedeji re November invoice and related fee application and declaration.	0.20	185.00
B160	24/01/2023	AGA	Drafting Remuneration Application for November 2022	1.00	650.00
B160	24/01/2023	CJP	Liaising with Grayson Williams re supplementary declaration re budget for US Trustee.	0.20	185.00
B160	25/01/2023	CJP	Liaising with G Adedeji re preparing staff and budget plan.	0.20	185.00
B160	25/01/2023	CJP	Reviewing G Adedeji draft budget and comments on same.	0.20	185.00
B160	25/01/2023	AGA	Considering and drafting Budget and Staffing Plan for 1 November 2022 through 31 March 2023	1.60	1,040.00
B160	25/01/2023	AGA	Drafting Remuneration Application for November 2022 through January 2023	1.20	780.00
B160	26/01/2023	AGA	Amending draft of Budget and Staffing Plan for November 2022 through March 2023 (0.4); incorporating CJP comments on same (0.2)	0.60	390.00
				<b>9.80</b>	<b>6,920.00</b>

Task	Date	Timekeeper	Description	Hours	USD
B470	16/01/2023	CJP	Advising in relation to process for objecting to creditor claims.	0.60	555.00
B470	18/01/2023	CJP	Considering email and query from Darren Azman re Voyager bankruptcy plan and effects of same and updating 3AC JLs and creditor committee (0.4); advising re same (0.6); considering law re membership of CC (0.2); reviewing latest documents filed in SDNY relating to Voyager bankruptcy plan and role of wind-down trust (0.4).	1.60	1,480.00
B470	20/01/2023	AGA	Considering the Insolvency Act and Insolvency Rules considering case law re assignment of membership of creditors committees (0.8); analysis of same and note of same for CJP (1.6).	2.40	1,560.00
B470	24/01/2023	AGA	Further consideration of creditors committee membership and transferability of rights.	2.20	1,430.00
B470	24/01/2023	AGA	Considering Draft Declaration from MWE prior to it being sent to the US Trustee.	0.40	260.00
B470	25/01/2023	CJP	Considering G Adedeji note re member of creditor committee in BVI and rights; comments on same.	0.40	370.00
B470	25/01/2023	AGA	Considering Voyager Third Amended Joint Plan and preparing analysis on giving effect to same in BVI.	1.00	650.00

**HARNEYS**

Task	Date	Timekeeper	Description	Hours	USD
B470	26/01/2023	AGA	Liaising with CJP re legal analysis on assignment of committee membership	0.20	130.00
B470	26/01/2023	AGA	Reviewing legal analysis for MWE in light of Voyager Plan	2.60	1,690.00
B470	26/01/2023	AGA	Continued consideration of Voyager Third Joint Amended Plan and issues arising from BVI law perspective (1.0); considering CJP instructions and comments on analysis (0.8).	1.80	1,170.00
				<b>13.20</b>	<b>9,295.00</b>

**HARNEYS**

**TIME CHARGE SUMMARY**

Matter:	Advising regarding Three Arrows Capital	Invoice Date:	14 April 2023
Our Reference:	CJP/059084.0001	Invoice Number:	1421012

Timekeeper	Initials	Rate	Hours	Amount USD
Christopher Pease	CJP	925.00	4.60	4,255.00
Gabriel Adedeji	AGA	650.00	18.40	11,960.00
<b>Total: Fees</b>			<b>23.00</b>	<b>16,215.00</b>

Task Code	Task Name	Hours	USD
B160	Employment Applications	9.80	6,920.00
B470	Foreign Proceedings	13.20	9,295.00
<b>Total: Fees</b>		<b>23.00</b>	<b>16,215.00</b>

**HARNEYS**

**TIME DETAIL**

Matter:	<b>Advising regarding Three Arrows Capital</b>	Invoice Date:	<b>14 April 2023</b>
Our Reference:	<b>CJP/059084.0001</b>	Invoice Number:	<b>1421013</b>

Task	Date	Timekeeper	Description	Hours	USD
B160	06/02/2023	AGA	Liaising with McDermott Will & Emery LLP re remuneration application and invoices	0.40	260.00
B160	13/02/2023	CJP	Liaising with Grayson Williams re next fee application.	0.20	185.00
				<b>0.60</b>	<b>445.00</b>

Task	Date	Timekeeper	Description	Hours	USD
B470	01/02/2023	AGA	Considering correspondence sent on behalf of 3AC's Joint Liquidators and forwarding to MWE	0.40	260.00
				<b>0.40</b>	<b>260.00</b>

**HARNEYS**

**TIME CHARGE SUMMARY**

Matter:	Advising regarding Three Arrows Capital	Invoice Date:	14 April 2023
Our Reference:	CJP/059084.0001	Invoice Number:	1421013

Timekeeper	Initials	Rate	Hours	Amount USD
Christopher Pease	CJP	925.00	0.20	185.00
Gabriel Adedeji	AGA	650.00	0.80	520.00
<b>Total: Fees</b>			<b>1.00</b>	<b>705.00</b>

Task Code	Task Name	Hours	USD
B160	Employment Applications	0.60	445.00
B470	Foreign Proceedings	0.40	260.00
<b>Total: Fees</b>		<b>1.00</b>	<b>705.00</b>

**EXHIBIT E**

**Summary of Compensation Against Budgeted Hours and Fees**

<b>Task Code</b>	<b>Project Category</b>	<b>Hours Budgeted</b>	<b>Fees Budgeted</b>	<b>Hours Billed</b>	<b>Fees Sought</b>
B110	Case Administration	0-0	\$0.00-\$0.00	0	\$0.00
B120	Asset Analysis & Recovery	0-0	\$0.00-\$0.00	0	\$0.00
B130	Asset Disposition	0-0	\$0.00-\$0.00	0	\$0.00
B140	Automatic Stay Issues	0-0	\$0.00-\$0.00	0	\$0.00
B150	Meetings/Communications w/ Creditors	0-0	\$0.00-\$0.00	0	\$0.00
B155	Court Hearings	0-0	\$0.00-\$0.00	0	\$0.00
B160	Fee/Employment Applications	0-0	\$0.00-\$0.00	0	\$0.00
B170	Fee/Employment Objections	8-12	\$6,600.00-\$9,900.00	18.2	\$13,150.00
B180	Avoidance Action Analysis	0-0	\$0.00-\$0.00	0	\$0.00
B185	Assumption/Rejection of Leases	0-0	\$0.00-\$0.00	0	\$0.00
B190	Other Contested Matters	0-0	\$0.00-\$0.00	0	\$0.00
B195	Non-Working Travel	0-0	\$0.00-\$0.00	0	\$0.00
B210	Business Operations	0-0	\$0.00-\$0.00	0	\$0.00
B220	Employee Issues	0-0	\$0.00-\$0.00	0	\$0.00
B230	Financing/Cash Collateral Issues	0-0	\$0.00-\$0.00	0	\$0.00
B240	Tax Issues	0-0	\$0.00-\$0.00	0	\$0.00
B250	Real Estate	0-0	\$0.00-\$0.00	0	\$0.00
B260	Board of Director Matters	0-0	\$0.00-\$0.00	0	\$0.00
B270	Utilities	0-0	\$0.00-\$0.00	0	\$0.00
B280	Vendor Matters	0-0	\$0.00-\$0.00	0	\$0.00
B290	Insurance	0-0	\$0.00-\$0.00	0	\$0.00
B310	Claims Administration and Objections	0-0	\$0.00-\$0.00	0	\$0.00
B320	Plan and Disclosure Statement	0-0	\$0.00-\$0.00	0	\$0.00
B410	Gen Bankruptcy Advice/Opinion	0-0	\$0.00-\$0.00	0	\$0.00
B420	Restructurings	0-0	\$0.00-\$0.00	0	\$0.00
B430	Special Committee Investigation	0-0	\$0.00-\$0.00	0	\$0.00
B440	Equity Committee	0-0	\$0.00-\$0.00	0	\$0.00
B450	Securities Law Issues	0-0	\$0.00-\$0.00	0	\$0.00
B460	General Corporate	0-0	\$0.00-\$0.00	0	\$0.00
B470	Foreign Proceedings	24-32	\$19,800.00-\$26,400.00	16.0	\$11,970.00
<b>TOTAL</b>		<b>32-44</b>	<b>\$26,400.00-\$36,300.00</b>	<b>34.2</b>	<b>\$25,120.00</b>

**CERTIFICATE OF SERVICE**

I hereby certify that on this 14th day of April 2023, I caused a true and correct copy of the foregoing *Second Interim Fee Application of Harney Westwood & Riegels LP, BVI Counsel to the Official Committee of Unsecured Creditors, for the Interim Fee Period from November 1, 2022, through February 28, 2023* to be served via (i) electronic notification pursuant to the CM/ECF system for the United States Bankruptcy Court for the Southern District of New York or (ii) e-mail, as indicated in the service list attached hereto.

/s/ Darren Azman

Darren Azman

### SERVICE LIST

Name	Attention	Address 1	Address 2	City	State	Zip	Country	Email	Method of Service
DISTRICT OF COLUMBIA	OFFICE OF THE ATTORNEY GENERAL	400 6TH STREET NW		WASHINGTON	DC	20001		OAG@DC.GOV	VIA E-MAIL
FRANCINE DE SOUSA	C/O SISKINDS LLP	ATTN: ANTHONY O'BRIEN	100 LOMBARD STREET SUITE 302	TORONTO	ON	M5C1M3		ANTHONY.OBRIEN@SISKINDS.COM	VIA E-MAIL
FRANCINE DE SOUSA	C/O SISKINDS LLP	ATTN: MICHAEL G. ROBB & GARETT M. HUNTER	275 DUNDAS STREET UNIT 1	LONDON	ON	N6B3L1		MICHAEL.ROBB@SISKINDS.COM GARETT.HUNTER@SISKINDS.COM	VIA E-MAIL
GOOGLE, LLC		1600 AMPHITHEATRE PKWY		MOUNTAIN VIEW	CA	94043		COLLECTIONS@GOOGLE.COM	VIA E-MAIL
OFFICE OF THE UNITED STATES TRUSTEE	FOR THE SOUTHERN DIST OF NEW YORK	ATTN: RICHARD C. MORRISSEY, ESQ. AND MARK BRUH, ESQ.	201 VARICK STREET, ROOM 1006	NEW YORK	NY	10014		RICHARD.MORRISSEY@USDOJ.GOV MARK.BRUH@USDOJ.GOV	VIA E-MAIL VIA E-MAIL
SECURITIES & EXCHANGE COMMISSION		100 F STREET NE		WASHINGTON	DC	20549		SECBANKRUPTCY-OGC-ADO@SEC.GOV	VIA E-MAIL
SECURITIES & EXCHANGE COMMISSION	NEW YORK REGIONAL OFFICE	100 PEARL STREET SUITE 20-100		NEW YORK	NY	10004-2616		NYROBANKRUPTCY@SEC.GOV	VIA E-MAIL
SECURITIES & EXCHANGE COMMISSION	NEW YORK REGIONAL OFFICE	ATTN: ANDREW CALAMARI REGIONAL DIRECTOR	200 VESEY STREET SUITE 400	NEW YORK	NY	10281-1022		BANKRUPTCYNOTICESCHR@SEC.GOV	VIA E-MAIL
STATE OF ALABAMA	OFFICE OF THE ATTORNEY GENERAL	501 WASHINGTON AVE		MONTGOMERY	AL	36104		CONSUMERINTEREST@ALABAMAAG.GOV	VIA E-MAIL
STATE OF ALASKA	OFFICE OF THE ATTORNEY GENERAL	1031 W 4TH AVE, STE 200		ANCHORAGE	AK	99501		ATTORNEY.GENERAL@ALASKA.GOV	VIA E-MAIL
STATE OF ARIZONA	OFFICE OF THE ATTORNEY GENERAL	2005 N CENTRAL AVE		PHOENIX	AZ	85004		AGINFO@AZAG.GOV	VIA E-MAIL
STATE OF ARKANSAS	OFFICE OF THE ATTORNEY GENERAL	323 CENTER ST, STE 200		LITTLE ROCK	AR	72201		OAG@ARKANSASAG.GOV	VIA E-MAIL
STATE OF CALIFORNIA	OFFICE OF THE ATTORNEY GENERAL	PO BOX 944255		SACRAMENTO	CA	94244-2550		XAVIER.BECERRA@DOJ.CA.GOV	VIA E-MAIL
STATE OF COLORADO	OFFICE OF THE ATTORNEY GENERAL	RALPH L. CARR JUDICIAL BUILDING	1300 BROADWAY, 10TH FL	DENVER	CO	80203		CORA.REQUEST@COAG.GOV	VIA E-MAIL
STATE OF CONNECTICUT	OFFICE OF THE ATTORNEY GENERAL	165 CAPITOL AVENUE		HARTFORD	CT	06106		ATTORNEY.GENERAL@CT.GOV	VIA E-MAIL
STATE OF FLORIDA	OFFICE OF THE ATTORNEY GENERAL	THE CAPITOL PLO1		TALLHASSEE	FL	32399		ASHLEY.MOODY@MYFLORIDALEGAL.CO	VIA E-MAIL
STATE OF HAWAII	OFFICE OF THE ATTORNEY GENERAL	425 QUEEN STREET		HONOLULU	HI	96813		HAWAIIAG@HAWAII.GOV	VIA E-MAIL
STATE OF IDAHO	OFFICE OF THE ATTORNEY GENERAL	700 W. JEFFERSON ST, SUITE 210	PO BOX 83720	BOISE	ID	83720		LAWRENCE.WASDEN@AG.IDAHO.GOV AGWASDEN@AG.IDAHO.GOV	VIA E-MAIL
STATE OF ILLINOIS	OFFICE OF THE ATTORNEY GENERAL	JAMES R. THOMPSON CENTER	100 W. RANDOLPH ST	CHICAGO	IL	60601		INFO@LISAMADIGAN.ORG	VIA E-MAIL
STATE OF IOWA	OFFICE OF THE ATTORNEY GENERAL	HOOVER STATE OFFICE BUILDING	1305 E. WALNUT STREET	DES MOINES	IA	50319		CONSUMER@AG.IOWA.GOV	VIA E-MAIL
STATE OF KANSAS	ATTN: ATTORNEY GENERAL DEREK SCHMIDT	120 SW 10TH AVE, 2ND FLOOR		TOPEKA	KS	66612		DEREK.SCHMIDT@AG.KS.GOV	VIA E-MAIL
STATE OF LOUISIANA	DEPT. OF JUSTICE - ATTORNEY GENERAL'S OFFICE	300 CAPITAL DRIVE		BATON ROUGE	LA	70802		ADMININFO@AG.STATE.LA.US	VIA E-MAIL
STATE OF MAINE	OFFICE OF THE ATTORNEY GENERAL	6 STATE HOUSE STATION		AUGUSTA	ME	04333		ATTORNEY.GENERAL@MAINE.GOV	VIA E-MAIL
STATE OF MARYLAND	OFFICE OF THE ATTORNEY GENERAL	200 ST. PAUL PLACE		BALTIMORE	MD	21202		OAG@OAG.STATE.MD.US	VIA E-MAIL
STATE OF MINNESOTA	OFFICE OF THE ATTORNEY GENERAL	445 MINNESOTA ST, STE 1400		ST. PAUL	MN	55101		ATTORNEY.GENERAL@AG.STATE.MN.US	VIA E-MAIL
STATE OF MISSOURI	OFFICE OF THE ATTORNEY GENERAL	SUPREME COURT BUILDING	207 W HIGH ST	JEFFERSON CITY	MO	65101		CONSUMER.HELP@AGO.MO.GOV	VIA E-MAIL
STATE OF MONTANA	OFFICE OF THE ATTORNEY GENERAL	JUSTICE BUILDING, 3RD FLOOR	215 N SANDERS, PO BOX 201401	HELENA	MT	59602		CONTACTDOJ@MT.GOV	VIA E-MAIL
STATE OF NEW HAMPSHIRE	OFFICE OF THE ATTORNEY GENERAL	NH DEPARTMENT OF JUSTICE	33 CAPITOL ST.	CONCORD	NH	03301		ATTORNEYGENERAL@DOJ.NH.GOV	VIA E-MAIL
STATE OF NEW MEXICO	OFFICE OF THE ATTORNEY GENERAL	408 GALISTEO STREET	VILLAGRA BUILDING	SANTA FE	NM	87501		HBALDERAS@NMAG.GOV	VIA E-MAIL
STATE OF NORTH DAKOTA	OFFICE OF THE ATTORNEY GENERAL	STATE CAPITOL, 600 E	DEPT. 125	BISMARCK	ND	58505		NDAG@ND.GOV	VIA E-MAIL
STATE OF OKLAHOMA	OFFICE OF THE ATTORNEY GENERAL	313 NE 21ST ST		OKLAHOMA CITY	OK	73105		QUESTIONS@OAG.OK.GOV	VIA E-MAIL
STATE OF OREGON	OFFICE OF THE ATTORNEY GENERAL	1162 COURT ST NE		SALEM	OR	97301-4096		ELLEN.ROSENBLUM@DOG.STATE.OR.US ATTORNEYGENERAL@DOJ.STATE.OR.U	VIA E-MAIL
STATE OF RHODE ISLAND	OFFICE OF THE ATTORNEY GENERAL	150 S MAIN ST		PROVIDENCE	RI	02903		AG@RIAG.RI.GOV	VIA E-MAIL
STATE OF UTAH	OFFICE OF THE ATTORNEY GENERAL	UTAH STATE CAPITOL COMPLEX	350 NORTH STATE ST STE 230	SALT LAKE CITY	UT	84114		UAG@UTAH.GOV	VIA E-MAIL
STATE OF VERMONT	OFFICE OF THE ATTORNEY GENERAL	109 STATE ST.		MONTPELIER	VT	05609		AGO.INFO@VERMONT.GOV	VIA E-MAIL
STATE OF VIRGINIA	OFFICE OF THE ATTORNEY GENERAL	202 N. NINTH ST.		RICHMOND	VA	23219		MAIL@OAG.STATE.VA.US	VIA E-MAIL
STATE OF WEST VIRGINIA	OFFICE OF THE ATTORNEY GENERAL	STATE CAPITOL, 1900 KANAWHA	BUILDING 1 RM E-26	CHARLESTON	WV	25305		CONSUMER@WVAGO.GOV	VIA E-MAIL
TORONTO STOCK EXCHANGE		300 - 100 ADELAIDE ST.		WEST TORONTO	ON	M5H 1S3		WEBMASTER@TMX.COM	VIA E-MAIL
KELLEHER PLACE MANAGEMENT, LLC	HORWOOD MARCUS & BERK CHARTERED	500 W. MADISON ST.	SUITE 3700	CHICAGO	IL	60661		AHAMMER@HMBLAW.COM NDELMAN@HMBLAW.COM	VIA ECF VIA E-MAIL
METROPOLITAN COMMERCIAL BANK	BALLARD SPAHR LLP	200 IDS CENTER	80 SOUTH 8TH STREET	MINNEAPOLIS	MN	55402-2119		SINGERG@BALLARDSPAHR.COM	VIA E-MAIL
METROPOLITAN COMMERCIAL BANK	WACHTELL, LIPTON, ROSEN & KATZ	51 WEST 52ND STREET		NEW YORK	NY	10019-6150		RGMAISON@WLRLK.COM ARWOLF@WLRLK.COM AKHERRING@WLRLK.COM	VIA E-MAIL VIA ECF VIA E-MAIL
JASON RAZNICK	JAFFE RAITT HEUER & WEISS, P.C.	27777 FRANKLIN ROAD	SUITE 2500	SOUTHFIELD	MI	48034		PHAGE@JAFELAW.COM	VIA ECF
STEVE LAIRD	FORSHEY & PROSTOK LLP	777 MAIN STREET	SUITE 1550	FORT WORTH	TX	76102		BFORSHEY@FORSHEYPROSTOK.COM	VIA ECF
ORACLE AMERICA, INC.	BUCHALTER, A PROFESSIONAL CORPORATION	425 MARKET ST.	SUITE 2900	SAN FRANCISCO	CA	94105		SCHRISTIANSON@BUCHALTER.COM	VIA ECF
ALAMEDA RESEARCH LLC & AFFILIATES	SULLIVAN & CROMWELL LLP	125 BROAD STREET		NEW YORK	NY	10004		DIETDERICH@SULLCROM.COM GLUECKSTEIN@SULLCROM.COM BELLERB@SULLCROM.COM	VIA ECF VIA ECF VIA E-MAIL
VOYAGER DIGITAL HOLDINGS, INC., ET AL.	KIRKLAND & ELLIS LLP KIRKLAND & ELLIS INTERNATIONAL LLP	601 LEXINGTON AVENUE		NEW YORK	NY	10022		JSUSSBERG@KIRKLAND.COM CMARCUS@KIRKLAND.COM CHRISTINE.OKIKE@KIRKLAND.COM ALLYSON.SMITH@KIRKLAND.COM	VIA ECF VIA E-MAIL VIA E-MAIL VIA E-MAIL



EMERALD OCEAN ISLE, LLC, AMANO GLOBAL HOLDINGS, INC., SHINGO LAVINE, AND ADAM LAVINE	C/O GOLDSTEIN & MCCLINKOCK LLP	ATTN: MATTHEW E. MCCLINTOCK, HARLEY GOLDSTEIN, AND STEVE YACHICK	111 W WASHINGTON STREET, SUITE 1221	CHICAGO	IL	60601	MATTM@GOLDMCLAW.COM HARLEYG@RESTRUCTURINGSHOP.COM STEVENY@GOLDMCLAW.COM	VIA E-MAIL VIA E-MAIL VIA E-MAIL
EMERALD OCEAN ISLE, LLC, AMANO GLOBAL HOLDINGS, INC., SHINGO LAVINE, AND ADAM LAVINE	C/O LAW OFFICES OF DOUGLAS T. TABACHNIK, P.C.	ATTN: DOUGLAS T. TABACHNIK	63 WEST MAIN STREET SUITE C	FREEHOLD	NJ	07728-2141	DTABACHNIK@DTLAW.COM	VIA ECF
MATTHEW EDWARDS	C/O LIZ GEORGE AND ASSOCIATES	ATTN: LYSBETH GEORGE	8101 S. WALKER SUITE F	OKLAHOMA CITY	OK	73139	GEORGE.LAW@GMAIL.COM	VIA ECF
TEXAS STATE SECURITIES BOARD	OFFICE OF THE ATTORNEY GENERAL OF TEXAS	ATTN: ABIGAIL R. RYAN, LAYLA D MILLIGAN & JASON B BINFORD	BANKRUPTCY & COLLECTIONS DIVISION PO BOX 12548	AUSTIN	TX	78711-2548	ABIGAIL.RYAN@OAG.TEXAS.GOV LAYLA.MILLIGAN@OAG.TEXAS.GOV JASON.BINFORD@OAG.TEXAS.GOV	VIA ECF VIA E-MAIL VIA E-MAIL
OFFICE OF THE ATTORNEY GENERAL OF TEXAS		ATTN: ROMA N. DESAI	BANKRUPTCY & COLLECTIONS DIVISION PO BOX 12548	AUSTIN	TX	78711-2548	ROMA.DESAI@OAG.TEXAS.GOV	VIA ECF
OFFICE OF THE ATTORNEY GENERAL	BANKRUPTCY DIVISION	ATTN: MARVIN E. CLEMENTS, JR.	BANKRUPTCY DIVISION P O BOX 20207	NASHVILLE	TN	37202-0207	AGBANKNEWYORK@AG.TN.GOV	VIA ECF
VERMONT DEPARTMENT OF FINANCIAL REGULATION	ASSISTANT GENERAL COUNSEL	ATTN: JENNIFER ROOD	89 MAIN STREET THIRD FLOOR	MONTPELIER	VT	05620	JENNIFER.ROOD@VERMONT.GOV	VIA ECF
ROBERT SNYDERS & LISA SNYDERS	C/O JOHNSON, POPE, BOKOR, RUPPEL & BURNS, LLP	ATTN: ANGELINA E. LIM	401 E JACKSON STREET SUITE 3100	TAMPA	FL	33602	ANGELINAL@JPFFIRM.COM	VIA ECF
MICHAEL LEGG	C/O MCCARTHY, LEBIT, CRYSTAL & LIFMAN CO.	ATTN: ROBERT R. KRACHT & NICHOLAS B. OLESKI	1111 SUPERIOR AVENUE EAST SUITE 2700	CLEVELAND	OH	44114	RRK@MCCARTHYLEBIT.COM NRO@MCCARTHYLEBIT.COM	VIA E-MAIL VIA ECF
MICHAEL GENTSCH	C/O BARSKI LAW PLC	ATTN: CHRIS D. BRASKI	9375 E. SHEA BLVD. STE 100	SCOTTSDALE	AZ	85260	CBARSKI@BARSKILAW.COM	VIA ECF
ILLINOIS SECRETARY OF STATE	C/O OFFICE OF THE ATTORNEY GENERAL	ATTN: JOHN P. REDING	100 W. RANDOLPH ST FLOOR 13	CHICAGO	IL	60601	JOHN.REDING@ILAG.GOV	VIA ECF
GEORGIA DEPARTMENT OF BANKING AND FINANCE		ATTN: NATHAN HOVEY, ASSISTANT ATTORNEY GENERAL	DEPARTMENT OF LAW 40 CAPITOL SQUARE SW	ATLANTA	GA	30334	NHOVEY@LAW.GA.GOV	VIA ECF
MARK CUBAN AND DALLAS BASKETBALL LIMITED, D/B/A DALLAS MAVERICKS	C/O BROWN RUDNICK LLP	ATTN: SIGMUND S. WISSNER-GROSS ESQ. & KENNETH J. AULET	SEVEN TIMES SQUARE	NEW YORK	NY	10036	SWISSNER-GROSS@BROWNRUDNICK.COM KAULET@BROWNRUDNICK.COM	VIA ECF VIA E-MAIL
MARK CUBAN AND DALLAS BASKETBALL LIMITED, D/B/A DALLAS MAVERICKS	C/O BROWN RUDNICK LLP	ATTN: STEPHEN A. BEST ESQ & RACHEL O. WOLKINSON, ESQ.	601 THIRTEENTH STREET NW SUITE 600	WASHINGTON	DC	2005	SBEST@BROWNRUDNICK.COM RWOLKINSON@BROWNRUDNICK.COM	VIA E-MAIL VIA E-MAIL
ED BOLTON	C/O AKERMAN LLP	ATTN: R. ADAM SWICK, JOHN H. THOMPSON, JOANNE GELFAND	1251 AVENUE OF THE AMERICAS, 37TH FL	NEW YORK	NY	10020	ADAM.SWICK@AKERMAN.COM; JOHN.THOMPSON@AKERMAN.COM; JOANNE.GELFAND@AKERMAN.COM	VIA ECF VIA ECF VIA ECF
JON GIACOBBE		ATTN: A. MANNY ALICANDRO	11 BROADWAY, SUITE 615	NEW YORK	NY	10004	MANNY@ALICANDROLAWOFFICE.COM	VIA ECF
WELLS FARGO BANK, N.A.	C/O ALDRIDGE PITE, LLP	ATTN: GREGORY WALLACH	FIFTEEN PIEDMONT CENTER 3575 PIEDMONT ROAD, N.E.	ATLANTA	GA	30305	GWALLACH@ALDRIDGEPITE.COM	VIA ECF
AD HOC GROUP OF EQUITY INTEREST HOLDERS	C/O KILPATRICK TOWNSEND & STOCKTON LLP	ATTN: DAVID M. POSNER & KELLY E. MOYNIHAN	THE GRACE BUILDING 1114 AVENUE OF THE	NEW YORK	NY	10036	DPOSNER@KILPATRICKTOWNSEND.COM KMOYNIHAN@KILPATRICKTOWNSEND.C	VIA ECF VIA E-MAIL
AD HOC GROUP OF EQUITY INTEREST HOLDERS	C/O KILPATRICK TOWNSEND & STOCKTON LLP	ATTN: PAUL M. ROSENBLATT	1100 PEACHTREE STREET NE SUITE 2800	ATLANTA	GA	30309	PROSENBLATT@KILPATRICKTOWNSEND.COM	VIA E-MAIL
PIERCE ROBERTSON	C/O PACHULSKI STANG ZIEHL & JONES LLP	ATTN: RICHARD M. PACHULSKI, ALAN J. KORNFIELD, DEBRA I. GRASSGREEN, AND JASON H. ROSELI	10100 SANTA MONICA BLVD 13TH FLOOR	LOS ANGELES	CA	90067	RPACHULSKI@PSZJLAW.COM AKORNFELD@PSZJLAW.COM DGRASSGREEN@PSZJLAW.COM JROSELI@PSZJLAW.COM	VIA E-MAIL VIA E-MAIL VIA E-MAIL VIA ECF
STATE OF WASHINGTON	OFFICE OF ATTORNEY GENERAL	ATTN: STEPHEN MANNING, ASSISTANT ATTORNEY GENERAL	GOVERNMENT COMPLIANCE AND ENFORCEMENT DIVISION P.O. BOX 40100	OLYMPIA	WA	98504-4010	STEPHEN.MANNING@ATG.WA.GOV	VIA ECF
MARCUM LLP	MINTZ & GOLD LLP	ATTN: ANDREW R. GOTTESMAN	600 THIRD AVENUE, 25TH	NEW YORK	NY	10016	GOTTESMAN@MINTZANDGOLD.COM	VIA ECF
U.S. SECURITIES & EXCHANGE COMMISSION		ATTN: THERESA A. SCHEUER	100 F STREET, NE	WASHINGTON	DC	20549	SCHEUERT@SEC.GOV	VIA E-MAIL
NEW YORK STATE DEPARTMENT OF FINANCIAL SERVICES	CONSUMER PROTECTION AND FINANCIAL ENFORCEMENT	ATTN: KEVIN R. PUVALOWSKI, LINDA DONAHUE, JASON D. ST. JOHN	ONE STATE STREET	NEW YORK	NY	10004	KEVIN.PUVALOWSKI@DFS.NY.GOV LINDA.DONAHUE@DFS.NY.GOV JASON.STJOHN@DFS.NY.GOV	VIA E-MAIL VIA E-MAIL VIA ECF
NEW JERSEY BUREAU OF SECURITIES	C/O MCELROY, DEUTSCH, MULVANEY & CARPENTER, LLP	ATTN: VIRGINIA T. SHEA	1300 MT KEMBLE AVENUE PO BOX 2075	MORRISTOWN	NJ	02075	VSHEA@MDMC-LAW.COM	VIA ECF
NEW JERSEY BUREAU OF SECURITIES	C/O MCELROY, DEUTSCH, MULVANEY & CARPENTER, LLP	ATTN: NICOLE LEONARD	225 LIBERTY STREET, 36TH FLOOR	NEW YORK	NY	10281	NLEONARD@MDMC-LAW.COM	VIA ECF
NEW JERSEY BUREAU OF SECURITIES	C/O MCELROY, DEUTSCH, MULVANEY & CARPENTER, LLP	ATTN: JEFFREY BERNSTEIN	570 BROAD STREET, SUITE 1500	NEWARK	NJ	07102	JBERNSTEIN@MDMC-LAW.COM	VIA ECF
USIO, INC.	PULMAN, CAPPUCCIO & PULLEN, LLP	ATTN: RANDALL A. PULMAN	2161 NW MILITARY HIGHWAY SUITE 400	SAN ANTONIO	TX	78213	RPULMAN@PULMANLAW.COM	VIA E-MAIL
BAM TRADING SERVICES INC. D/B/A BINANCE.US	LATHAM & WATKINS LLP	ATTN: ADAM J. GOLDBERG, NACIF TAOUSSE, JONATHAN J. WEICHSEL BAUM	1271 AVENUE OF THE AMERICAS	NEW YORK	NY	10020	ADAM.GOLDBERG@LW.COM NACIF.TAOUSSE@LW.COM JON.WEICHSELBAUM@LW.COM	VIA ECF VIA E-MAIL VIA E-MAIL
BAM TRADING SERVICES INC. D/B/A BINANCE.US	LATHAM & WATKINS LLP	ATTN: ANDREW D. SORKIN	555 ELEVENTH STREET, NW SUITE 1000	WASHINGTON	DC	20004	ANDREW.SORKIN@LW.COM	VIA E-MAIL
ATTORNEY FOR THE STATES OF ALABAMA, ARKANSAS, CALIFORNIA, DISTRICT OF COLUMBIA, HAWAII, MAINE, NORTH DAKOTA, OKLAHOMA AND SOUTH DAKOTA, OK								

VOYAGER DIGITAL HOLDINGS, INC., ET AL.	KIRKLAND & ELLIS LLP KIRKLAND & ELLIS INTERNATIONAL LLP	ATTN: RAVI SUBRAMANIAN SHANKA	300 NORTH LASALLE	CHICAGO	IL	60654		RAVI.SHANKAR@KIRKLAND.COM	VIA ECF
U.S. SECURITIES & EXCHANGE COMMISSION		ATTN: WILLIAM M. UPTEGROVE	950 EAST PACES FERRY RD., N.E. SUITE 900	ATLANTA	GA	30326		UPTEGROVEW@SEC.GOV	VIA E-MAIL
THE BANK OF NEW YORK MELLON F/K/A THE BANK OF NEW YORK AS TRUSTEE FOR THE CERTIFICATEHOLDERS OF CWALT, INC. ALTERNATIVE LOAN TRUST 2005-38 MORTGAGE PASS-THROUGH CERTIFICATES, SERIES 2005-38	MCCALLA RAYMER LEIBERT PIERCE, LLC	ATTN: PHILLIP RAYMOND	420 LEXINGTON AVENUE SUITE 840	NEW YORK	NY	10170		NY_ECF_NOTICES@MCCALLA.COM PHILLIP.RAYMOND@MCCALLA.COM MCCALLAECF@ECF.COURTDRIVE.COM	VIA ECF
UNITED STATES ATTORNEY SOUTHERN DISTRICT OF NEW YORK		ATTN: LAWRENCE H. FOGELMAN, JEAN-DAVID BARNEA, PETER ARONOFF	86 CHAMBERS STREET 3RD FLOOR	NEW YORK	NY	10007		LAWRENCE.FOGELMAN@USDOJ.GOV JEAN-DAVID.BARNEA@USDOJ.GOV PETER.ARONOFF@USDOJ.GOV	VIA ECF
LORI LAPIN JONES	LORI LAPIN JONES PLLC		98 CUTTER MILL ROAD SUITE 255 SOUTH	GREAT NECK	NY	11021		LJONES@JONESPLLC.COM	VIA ECF